

RECORDATION NO. 21171-E FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

MAY 9 '05 3-30 PM

SUITE 301
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

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May 6, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Release of Security Agreement, dated as of April 29, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement which was previously filed under Recordation Number 21171.

The name and address of the party to the enclosed document are:

Secured Party: LaSalle Bank National Association
f/k/a LaSalle Bank
135 S. LaSalle Street
Chicago, IL 60603

[Debtor: Illinois Railnet Inc.
2350 Airport Freeway Suite 230
Bedford, TX 76022]

Mr. Vernon A. Williams
May 6, 2005
Page Two

A description of the railroad equipment covered by the enclosed document
is:

1 GP7 locomotive No. IR5

A short summary of the document to appear in the index follows:

Memorandum of Release of Security Agreement

Also enclosed is a check in the amount of \$32.00 payable to the order
of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MAY 9 '05 3:30 PM

MEMORANDUM OF RELEASE OF SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS RELEASE OF SECURITY AGREEMENT ("Release") is dated as of April 29, 2005, by LaSalle Bank National Association, a national bank formerly known as LaSalle National Bank (the "Secured Party") as defined in the Security Agreement described below, for the benefit of Illinois RailNet, Inc., a Delaware corporation (the "Debtor").

WHEREAS, Illinois RailNet, Inc. has heretofore executed and delivered a Security Agreement dated as of December 12, 1997, in favor of LaSalle Bank National Association; and

WHEREAS, pursuant to the Security Agreement, Debtor granted to the Secured Party a lien on and security interest in, among other things, all of Debtor's Accounts, Chattel Paper, Controlled Property, Data Processing Records and Systems, Documents, Equipment and Fixtures, General Intangibles, Goods, Instruments, Insurance Proceeds, Inventory, Partnership Interests, Locomotives, Rolling Stock, Proceeds and Products of all the foregoing, including 1 GP7 locomotive (No. IR5), and all locomotives and rolling stock then owned or thereafter acquired by Debtor (collectively, the "Collateral"); and

WHEREAS, to perfect and evidence the grant of the security interest to the Secured Party in all the Collateral, a Security Agreement was duly recorded and filed with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on January 22, 1998, under Recordation Number 21171; and

WHEREAS, the debt secured by the Security Agreement has been paid in full, and Debtor has requested that the Secured Party release the lien of the Security Agreement.

NOW, THEREFORE, the Secured Party does hereby (a) confirm that (1) all debt under the Security Agreement has been paid in full, (2) all obligations of Debtors under the Security Agreement have been extinguished, and (3) the Secured Party no longer claims any lien or security interest in any of the Collateral, and (4) the Security Agreement has been terminated, and (b) TERMINATE, RELEASE AND DISCHARGE all of the right, title, lien, interest, claim or demand whatsoever which the Secured Party has or may have acquired in and to the Collateral under, through or by virtue of the Security Agreement.

IN WITNESS WHEREOF, the Secured Party has caused this instrument to be duly executed and delivered by its duly authorized officer as of this 29th day of April, 2005.

SECURED PARTY:

LASALLE BANK NATIONAL ASSOCIATION,
a national banking association

By: 

Name: Stefan R. Loeb

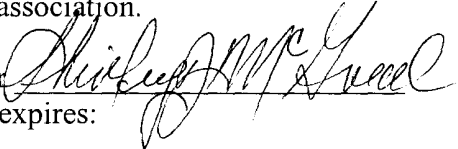
Title: Assistant Vice President

STATE OF ILLINOIS)

) SS

COUNTY OF COOK)

This instrument was acknowledged before me on this 29th day of April, 2005, by Stefan R. Loeb, who is Assistant Vice President of LaSalle Bank National Association, on behalf of said national banking association.

Notary Public for 
My commission expires:

M1:1207032.03

